

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	: :	X
PHOENIX SERVICES TOPCO, LLC <i>et al.</i>,	:	Chapter 11
Debtors.¹	:	Case No. 22-10906 (MFW)
	:	(Joint Administration Requested)
		X

**VERIFIED STATEMENT OF THE DIP/FIRST LIEN GROUP
PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), certain beneficial holders or the investment advisors or managers for certain beneficial holders as identified on Exhibit A hereto (collectively, the “DIP/First Lien Group”) hereby submit this verified statement (this “Verified Statement”), and in support hereof state as follows:

1. In or around May 2022, the DIP/First Lien Group was formed and retained attorneys currently affiliated with Gibson, Dunn & Crutcher LLP (“Gibson Dunn”) to represent them as counsel in connection with a potential restructuring of the outstanding debt obligations of the above-captioned debtors (collectively, the “Debtors”) and certain of their subsidiaries and affiliates.

2. As of the date of this Verified Statement, Gibson Dunn represents (as that term is defined in Bankruptcy Rule 2019(a)(2)) the DIP/First Lien Group, comprised of the beneficial

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Phoenix Services Topco, LLC (4517); Phoenix Services Parent, LLC (8023); Phoenix Services Holdings Corp. (1330); Phoenix Services International LLC (4693); Metal Services LLC (8793); Terracentric Materials LLC (0673); Cool Springs LLC (8687); Metal Services Investment LLC (2924); and Phoenix Receivables, LLC (not applicable). The Debtors’ mailing address is 4 Radnor Corporate Center, Suite 520, 100 Matsonford Road, Radnor, Pennsylvania 19087.

holders or the investment advisors or managers for certain beneficial holders that are identified on **Exhibit A** hereto in their capacities as lenders under that certain First Lien Credit Agreement, dated as of March 1, 2018 (such credit agreement, as amended, restated, or otherwise modified from time to time, the “Credit Agreement” and the Term Loans and Revolving Facility Loans (each as defined in the Credit Agreement) made thereunder, the “First Lien Loans”), by and among Phoenix Services Holdings Corp., as holdings, Phoenix Services International LLC, as borrower, each of the financial institutions from time to time a party thereto, and Barclays Bank PLC as administrative agent and collateral agent.

3. Gibson Dunn does not represent the DIP/First Lien Group as a “committee” (as such term is used in the Bankruptcy Code and Bankruptcy Rules) and does not undertake to represent the interests of, and is not a fiduciary for, any creditor, party in interest, or other entity that has not signed a retention agreement with Gibson Dunn.²

4. Upon information and belief formed after due inquiry, Gibson Dunn does not hold any disclosable economic interests (as that term is defined in Bankruptcy Rule 2019(a)(1)) in relation to the Debtors.

5. The names and addresses of each of the members of the DIP/First Lien Group, together with the nature and amount of the disclosable economic interests held by each of them in relation to the Debtors, are set forth in **Exhibit A** attached hereto. The information set forth in **Exhibit A** is based on information provided to Gibson Dunn by the members of the DIP/First Lien Group and is intended only to comply with Bankruptcy Rule 2019 and not for any other purpose.

² In addition to the DIP/First Lien Group, Gibson Dunn also represents Wilmington Savings Fund Society, FSB (solely in its capacity as the “DIP Agent”), in connection with the Debtors’ chapter 11 cases, and does not represent or purport to represent any other entities in these cases.

6. The undersigned verifies that the foregoing is true and correct to the best of its knowledge.

7. Nothing contained in this Verified Statement is intended or shall be construed to constitute: (i) a waiver or release of the rights of any of the members of the DIP/First Lien Group to have any final order entered by, or other exercise of the judicial power of the United States performed by, an Article III court; (ii) a waiver or release of the rights of any of the members of the DIP/First Lien Group to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (iii) consent to the jurisdiction of the Court over any matter; (iv) an election of remedy; (v) a waiver or release of any rights of any of the members of the DIP/First Lien Group may have to a jury trial; (vi) a waiver or release of the right to move to withdraw the reference with respect to any matter or proceeding that may be commenced in these chapter 11 cases against or otherwise involving any of the members of the DIP/First Lien Group; or (vii) a waiver or release of any other rights, claims, actions, defenses, setoffs or recoupments to which any of the members of the DIP/First Lien Group are or may be entitled under the Credit Agreement , in law or in equity, applicable law or under any agreement or otherwise, with all such rights, claims, actions, defenses, setoffs or recoupments being expressly reserved in all respects.

8. The DIP/First Lien Group, through its undersigned counsel, reserves the right to amend or supplement this Verified Statement in accordance with the requirements of the Bankruptcy Rule 2019 at any time in the future.

Dated: September 28, 2022
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Laura Davis Jones

Laura Davis Jones (DE Bar No. 2436)
Peter J. Keane (DE Bar No. 5503)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899 (Courier 19801)
Telephone: (302) 652-4100
Fax: (302) 652-4400
Email: ljones@pszjlaw.com
pkeane@pszjlaw.com

-and-

GIBSON, DUNN & CRUTCHER LLP

/s/ Scott J. Greenberg

Scott J. Greenberg (*pro hac vice*)
Matthew J. Williams (*pro hac vice*)
Jason Zachary Goldstein (*pro hac vice*)
200 Park Avenue
New York, New York 10166
Telephone: (212) 351-4000
Facsimile: (212) 351-4035
Email: sgreenberg@gibsondunn.com
mjwilliams@gibsondunn.com
jgoldstein@gibsondunn.com

Attorneys for the DIP/First Lien Group